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*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of TCCIH or CHCGC.*



**TCC INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1136)**



**嘉新水泥（中國）控股股份有限公司\***

**Chia Hsin Cement Greater China Holding Corporation**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0699)**

**VOLUNTARY CONDITIONAL OFFER BY  
MORGAN STANLEY ASIA LIMITED ON BEHALF OF  
TCC INTERNATIONAL HOLDINGS LIMITED TO ACQUIRE  
ALL OF THE ISSUED SHARES IN THE SHARE CAPITAL OF  
CHIA HSIN CEMENT GREATER CHINA HOLDING  
CORPORATION**

**EXTENSION OF THE LONG STOP DATE**

**Financial Adviser to  
TCCIH  
Morgan Stanley**

As at 4:00 p.m. on 2 October 2007, TCCIH has received acceptances in respect of 227,848,266 CHCGC Shares (excluding the acceptance of the Offer by CHPL and ICHC as described below) representing approximately 71.56% of the Disinterested Shares.

The Offer did not become unconditional as to acceptances on 2 October 2007, being the 60th day after the day the Composite Document was posted.

TCCIH has decided to extend the acceptance period of the Offer to 4:00 p.m. on Tuesday, 16 October 2007.

\* For identification purposes only

The board of directors of CHCGC has consented to an extension of the time by which the Offer may become or be declared unconditional as to acceptances from 7:00 p.m. on 2 October 2007 to 7:00 p.m. on 16 October 2007.

TCCIH and CHCGC have applied to the Executive for its consent under Rule 15.5 of the Takeovers Code to extend the time by which the Offer may become or be declared unconditional as to acceptances from 7:00 p.m. on 2 October 2007 to 7:00 p.m. on 16 October 2007.

CHCGC Shareholders are reminded that if they wish to accept the Offer but have not yet done so, they should duly complete and sign their Form of Acceptance, and forward the Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), to Tricor Investor Services Limited (the “Receiving Agent”), 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible, but in any event so as to reach the Receiving Agent by not later than 4:00 p.m. on 16 October 2007.

CHCGC Shareholders are further reminded that if their CHCGC Shares have been lodged with their licensed securities dealer/custodian bank through CCASS, they should instruct their licensed securities dealer (or other registered dealer in securities)/custodian bank to authorise HKSCC Nominees Limited to accept the Offer on their behalf on or before the deadline set out by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, CHCGC Shareholders should check with their licensed securities dealer (or other registered dealer in securities)/custodian bank for the timing on the processing of their instruction, and submit their instruction to their licensed securities dealer (or other registered dealer in securities)/custodian bank as required by them. CHCGC Shareholders are also reminded that if their CHCGC Shares have been lodged with their Investor Participant Account with CCASS, they should authorise their instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set out by HKSCC Nominees Limited.

Reference is made to the composite document dated 2 August 2007 issued by TCCIH and CHCGC in relation to the Offer (the “Composite Document”) and to the joint announcement dated 13 September 2007 issued by TCCIH and CHCGC in relation to the extension of the acceptance period of the Offer. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Composite Document.

## **ACCEPTANCE LEVEL**

As at 4:00 p.m. on 2 October 2007, TCCIH has received acceptances in respect of 227,848,266 CHCGC Shares (excluding the acceptance of the Offer by CHPL and ICHC as described below) representing approximately 71.56% of the Disinterested Shares. Pursuant to their obligations under the Irrevocable Undertaking, CHPL and ICHC, who are parties acting in concert with TCCIH, have accepted the Offer in respect of their shares, being 814,000,000 CHCGC Shares and 10,508,000 CHCGC Shares, respectively, representing in aggregate approximately 72.14% of the issued share capital of CHCGC.

The Offer is conditional upon, inter alia, Offer condition (b) which provides that valid acceptances of the Offer must be received at or before 4:00 p.m. on the First Closing Date (or such other time as TCCIH may, subject to the Takeovers Code, decide) in respect of the CHCGC Shares which will result in TCCIH holding at least 90% of the Disinterested Shares.

The Offer did not become unconditional as to acceptances on 2 October 2007, being the 60th day after the day the Composite Document was posted.

Taking into account the acceptances received from CHPL, ICHC and the holders of the Disinterested Shares as at 4:00 p.m. on 2 October 2007, TCCIH has received acceptances in respect of 1,052,356,266 CHCGC Shares representing approximately 92.08% of the issued share capital of CHCGC.

TCCIH and parties acting in concert with TCCIH have not had any dealings in CHCGC Shares between the date of the Announcement and the date of this announcement.

As at the date of the Announcement, TCCIH did not hold, control or direct any CHCGC Shares. As at the date of the Announcement, CHPL and ICHC, who are treated as parties acting in concert with TCCIH, held, controlled or directed 814,000,000 CHCGC Shares and 10,508,000 CHCGC Shares respectively, representing in aggregate approximately 72.14% of the issued share capital of CHCGC.

## **EXTENSION OF LONG STOP DATE**

TCCIH has decided to extend the acceptance period of the Offer to 4:00 p.m. on 16 October 2007.

The board of directors of CHCGC has consented to an extension of the time by which the Offer may become or be declared unconditional as to acceptances from 7:00 p.m. on 2 October 2007 to 7:00 p.m. on 16 October 2007.

TCCIH and CHCGC have applied to the Executive for its consent under Rule 15.5 of the Takeovers Code to extend the time by which the Offer may become or be declared unconditional as to acceptances from 7:00 p.m. on 2 October 2007 to 7:00 p.m. on 16 October 2007.

**CHCGC Shareholders are reminded that if they wish to accept the Offer but have not yet done so, they should duly complete and sign their Form of Acceptance, and forward the Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), to Tricor Investor Services Limited (the “Receiving Agent”), 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible, but in any event so as to reach the Receiving Agent by not later than 4:00 p.m. on 16 October 2007.**

**CHCGC Shareholders are further reminded that if their CHCGC Shares have been lodged with their licensed securities dealer/custodian bank through CCASS, they should instruct their licensed securities dealer (or other registered dealer in securities)/custodian bank to authorise HKSCC Nominees Limited to accept the Offer on their behalf on or before the deadline set out by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, CHCGC Shareholders should check with their licensed securities dealer (or other registered dealer in securities)/custodian bank for the timing on the processing of their instruction, and submit their instruction to their licensed securities dealer (or other registered dealer in securities)/custodian bank as required by them. CHCGC Shareholders are also reminded that if their CHCGC Shares have been lodged with their Investor Participant Account with CCASS, they should authorise their instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set out by HKSCC Nominees Limited.**

As set out in the Composite Document, provided that the Form of Acceptance and relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are in complete and good order and have been received by the Receiving Agent by not later than the latest time for acceptance, issue of the share consideration under the Offer will be made as soon as possible but in any event within 10 days of the later of the date on which the Offer becomes or is declared unconditional in all respects and the date of receipt of the duly completed Form of Acceptance.

## **FURTHER ANNOUNCEMENTS**

TCCIH will make further announcements if and when:

- (1) the Offer has become or is declared unconditional as to acceptances;
- (2) the Offer has become or is declared unconditional in all respects; and
- (3) as otherwise required under the Takeovers Code.

**All time references in this announcement are to Hong Kong time.**

**Warning: Completion of the Offer is subject to the fulfilment of the remaining conditions of the Offer. Accordingly, the issue of this announcement does not in any way imply that the Offer will be completed. TCCIH Shareholders, CHCGC Shareholders and investors generally should therefore exercise caution when dealing in TCCIH Shares and CHCGC Shares.**

By order of the board of  
**TCC International Holdings Limited**  
**Koo, Cheng-Yun, Leslie**  
*Chairman*

By order of the board of  
**Chia Hsin Cement Greater China**  
**Holding Corporation**  
**Wang Chien Kuo, Robert**  
*Chairman*

Hong Kong, 2 October 2007

*As at the date of this announcement, the Executive Directors of TCCIH are Mr. Koo, Cheng-Yun, Leslie and Mr. Wu Yih Chin; the Non-Executive Directors of TCCIH are Mr. Kao, Teh-Jung and Dr. Shan Weijian; and the Independent Non-Executive Directors of TCCIH are Mr. Liao Poon Huai, Donald, Dr. Chih, Ching-Kang, Kenneth and Mr. Shieh, Jen-Chung, Roger. The Directors of TCCIH jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than in relation to CHCGC) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the Executive Directors of CHCGC are Mr. Wang Chien Kuo, Robert, Mr. Lan Jen Kuei, Konrad, Mr. Chang Kang Lung, Jason and Ms. Wang Li Shin, Elizabeth; the Non-Executive Directors of CHCGC are Mr. Chang An Ping, Nelson and Mr. Fu Ching Chuan; and the Independent Non-Executive Directors of CHCGC are Mr. Davin A Mackenzie, Mr. Zhuge Pei Zhi and Mr. Wu Chun Ming. The Directors of CHCGC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than in relation to TCCIH) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*